

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BANK OF NEW YORK MELLON CORP. FOREIGN
EXCHANGE TRANSACTIONS LITIGATION

12 MD 2335 (LAK) (JLC)

ECF Case

This Document Relates to: *Terrazas v. The Bank of New York Mellon Corp.*, No. 1:12-cv-03068 (LAK) (JLC);
Sansano v. The Bank of New York Mellon Corp., No. 1:12-cv-03069 (LAK) (JLC)

DECLARATION OF THOMAS L. CUBBAGE III

1. I am an attorney, a member in good standing of the bars of the States of Oklahoma and Texas and of the District of Columbia, and a partner at the law firm of Covington & Burling LLP, counsel for Fiduciary Counselors Inc. I have been admitted to appear *pro hac vice* in this matter. I submit this affidavit on behalf of Fiduciary Counselors Inc., in support of its Memorandum of Law in Support of its Motion to Dismiss Plaintiffs' Consolidated Class Action Complaint.

2. Annexed hereto as Exhibit A are true and correct excerpts from the 2011 Employee Stock Ownership Plan of The Bank of New York Company, Inc. A complete copy of the document can be provided upon request. Counsel for the Bank of New York Mellon Corporation ("BNY") provided me with this document.

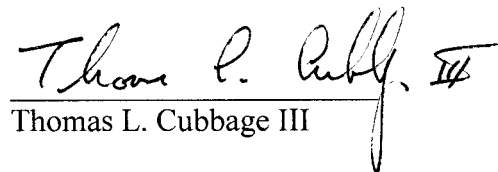
3. Annexed hereto as Exhibit B are true and correct excerpts from the 2009 Employee Stock Ownership Plan of The Bank of New York Company, Inc. A complete copy of the document can be provided upon request. Counsel for BNY provided me with this document.

4. Annexed hereto as Exhibit C is a true and correct copy of the BNY 401(k) Savings Plan. Counsel for BNY provided me with this document.

5. Annexed hereto as Exhibit D is a true and correct chart of NYSE closing prices for Bank of New York Mellon Corp. (BK) from January 20, 2011 to February 28, 2012. I downloaded this information from <http://finance.yahoo.com/q/hp?s=BK+Historical+Prices>.

6. Annexed hereto as Exhibit E is a true and correct copy of the Consolidated Amended Complaint in the above-captioned cases, which was electronically filed February 29, 2012.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on July 9, 2012.


Thomas L. Cabbage III